

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

WEBXCHANGE INC.,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C.A. No. 08-132 (JJF)
	)	
DELL INC.,	)	
	)	<b>JURY TRIAL DEMANDED</b>
Defendant.	)	

**PLAINTIFF WEBXCHANGE INC.'S  
ANSWER TO DEFENDANT DELL'S COUNTERCLAIMS**

Plaintiff WebXchange Inc. ("WebXchange" or "Plaintiff") hereby submits its reply to the Counterclaims filed by Defendant Dell Inc. ("Dell" or "Defendant") on March 26, 2008:

**DEFENSES**

1. Plaintiff denies the allegations contained in paragraph 1.
2. Plaintiff denies the allegations contained in paragraph 2.
3. Plaintiff denies the allegations contained in paragraph 3.
4. Plaintiff denies the allegations contained in paragraph 4.
5. Plaintiff admits that Defendant claims to reserve its right to supplement with additional defenses, but otherwise denies paragraph 5.

**COUNTERCLAIMS**

6. On information and belief, Plaintiff admits the allegations contained in paragraph 6.
7. Plaintiff admits the allegations contained in paragraph 7.

**Jurisdiction and Venue**

8. Plaintiff admits that the Counterclaims purport to state a civil cause of action under the Federal Declaratory Judgment Act, 28 U.S.C. §§ 2201 and 2202. Plaintiff further admits that this Court has subject matter jurisdiction pursuant to 28 U.S.C. §§ 1331 and 1338(a). Except as expressly admitted, Plaintiff denies the allegations of paragraph 8.

9. Plaintiff admits that venue is proper but denies the remaining allegations contained in paragraph 9.

**Count One — Declaratory Relief Regarding Non-Infringement**

10. Plaintiff admits that a controversy exists between Plaintiff and Defendant regarding the '178, '556, and '506 patents, but denies the remaining allegations of paragraph 10.

11. Plaintiff admits that Defendant requests a declaration as to non-infringement, but denies that Defendant is entitled to the relief requested in paragraph 11.

**Count Two — Declaratory Relief Regarding Invalidity**

12. Plaintiff admits that a controversy exists between Plaintiff and Defendant regarding the '178, '556, and '506 patents, but denies the remaining allegations of paragraph 12.

13. Plaintiff admits that Defendant requests a declaration as to invalidity, but denies that Defendant is entitled to the relief requested in paragraph 13.

**IV. EXCEPTIONAL CASE**

14. Plaintiff denies that Defendant is entitled to the relief requested in paragraph 14.

**V. RESERVATION OF RIGHTS**

15. Plaintiff admits that Defendant claims to reserve its right to supplement with additional defenses, but otherwise denies paragraph 15.

**VI. PRAYER**

To the extent that a response is necessary to Defendant's Prayer, Plaintiff denies that Defendant is entitled to any relief, and respectfully requests that the Court enter judgment dismissing Defendant's Counterclaims with prejudice, and entering judgment in favor of Plaintiff.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

*/s/ Julia Heaney (#3052)*

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April 18, 2008

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**CERTIFICATE OF SERVICE**

I hereby certify that on April 18, 2008 I electronically filed the foregoing with the Clerk of the Court using CM/ECF, which will send notification of such filing to:

Richard L. Horwitz, Esquire  
David E. Moore, Esquire  
POTTER ANDERSON & CORROON LLP

I further certify that I caused to be served copies of the foregoing document on April 18, 2008 upon the following in the manner indicated:

Richard L. Horwitz, Esquire  
David E. Moore, Esquire  
POTTER ANDERSON & CORROON LLP  
1313 North Market Street  
Wilmington, DE 19801

*VIA ELECTRONIC MAIL*

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*/s/ Julia Heaney (#3052)*

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Julia Heaney (#3052)